

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1558.
FILED, JUNE 13th. 1967.

SHARES OF THE COMPANY RE-
STORED TO THE TRADING LIST
ON JUNE 16th, 1967.

file

O'BRIEN GOLD MINES, LIMITED (No Personal Liability)

Full corporate name of Company
Incorporated under the Quebec Mining Companies' Act (Quebec)
by Letters Patent dated September 6, 1934

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1937).

Reference is made to previous
Filing Statement No. 1425.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>This filing statement is filed in respect of:</p> <p>(a) A change in the size of the Board of Directors from six to seven Directors as of February 14, 1967.</p> <p>(b) A change in the Board of Directors and Officers of the Company as of May 12, 1967.</p> <p>(c) A change in the Head Office of the Company from 36 Dussault Street, Hull, Quebec to the City of Montreal, Quebec as of February 14, 1967.</p> <p>(d) A change in the executive office of the Company from Suite 1205 Royal Bank Building, 8 King Street East, Toronto, Ontario to Suite 700, 365 Bay Street, Toronto, Ontario.</p> <p>(e) A change in names and shareholdings of the five largest shareholders of the Company referred to in item numbered 15 hereof.</p> <p>(f) A change in the persons whose shareholdings in the Company are large enough to materially effect control of the Company, as referred to in item numbered 16 hereof.</p> <p>(g) A change in the investments of the Company as referred to in item numbered 17 hereof.</p> <p>(h) A change in the outstanding indebtedness of the Company as referred to in item numbered 20 hereof.</p>						
2. Head office address and any other office address.	Head office - City of Montreal, Province of Quebec Executive Office - c/o White, Bristol, Beck & Phipps 335 Bay Street, Toronto 1, Ontario						
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	See Schedule "A" on page 3.						
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company is 4,000,000 shares with a par value of \$1.00 each, of which 3,381,569 shares are issued as fully paid and non-assessable shares.						
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	<p>The Company owns the following securities technically still hypothecated to the Bank of Nova Scotia 44 King Street West, Toronto, Ontario, but the loan as security to which they were hypothecated has now been paid in full, namely:</p> <table><tr><td>Atlantic Coast Copper Corporation Limited</td><td>- 1,276,900 shares</td></tr><tr><td>Inter-Provincial Steel and Pipe</td><td>- 5,000 shares</td></tr><tr><td>New Senator Rouyn</td><td>- 5,000 shares</td></tr></table>	Atlantic Coast Copper Corporation Limited	- 1,276,900 shares	Inter-Provincial Steel and Pipe	- 5,000 shares	New Senator Rouyn	- 5,000 shares
Atlantic Coast Copper Corporation Limited	- 1,276,900 shares						
Inter-Provincial Steel and Pipe	- 5,000 shares						
New Senator Rouyn	- 5,000 shares						
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.						
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not Applicable						

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with any proposed underwriting or property acquisition.												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>A study of the Company's properties and holdings is being made by the Company's consultants, Cremac Surveys Limited. Decision on the Company's future development plans has been deferred until the Company's Consultants complete their study.</p> <p>The mining concession in Newfoundland was extended until June 30, 1967 and negotiations are presently being conducted to obtain further extensions. Further extensions have been obtained in respect to other properties and it is expected that further recommendations with respect to these for consideration by the board will shortly be received.</p> <p>At present the Company does not anticipate issuing any of its treasury shares.</p>												
10. Brief statement of company's chief development work during past year.	<p>Geophysical work was done followed by three drill holes on optioned property in McCart Township in the Timmins Area. The option was terminated as the drilling did not disclose any economic mineral values.</p> <p>The Company advanced \$20,000.00 to Sladen (Quebec) Limited which was expended on geological and geochemical studies followed by several drill holes on properties held by Sladen (Quebec) Limited in Nova Scotia pursuant to an agreement whereby O'Brien Gold Mines, Limited is to receive a part interest in a company to be incorporated to hold the licences and claims. The claims and licences are still held by Sladen (Quebec) Limited pending decision based on the result of the work done.</p>												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not Applicable												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Not Applicable												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not Applicable												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>Names, Addresses and Shareholdings of five largest registered shareholders as of the close of business, April 25, 1967.</p> <table> <thead> <tr> <th>Name</th><th>No. of Shares</th></tr> </thead> <tbody> <tr> <td>The Clarkson Company Limited, Trustee of the Estate of Prudential Finance Corporation Limited - 15 Wellington Street W., Toronto 1, Ontario.</td><td>1,286,464</td></tr> <tr> <td>Messrs. Lake and Company, c/o Bank of Montreal, Main Office - King and Bay Streets, Toronto 1, Ontario. (see Note)</td><td>798,825</td></tr> <tr> <td>Messrs. J.R. Timmins and Company - 18th Floor, 372 Bay Street, Toronto 1, Ontario.</td><td>132,250</td></tr> <tr> <td>The North American General Insurance Company - 1245 Sherbrooke Street W., Montreal, Quebec. (see Note)</td><td>120,000</td></tr> <tr> <td>John J. O'Sullivan, Esq. - Central Park Lodge, Carlton Street, Winni- peg 1, Manitoba.</td><td>20,000</td></tr> </tbody> </table> <p><u>Note:</u></p> <p>Substantially all of the shares registered in the name of Messrs. Lake and Company are owned beneficially by The Clarkson Company Limited, Trustee of the Estate of Prudential Finance Corporation Limited. The shares registered in the name of The North American General Insurance Company are owned beneficially by Mr. R. V. Barnett, Partner, Clarkson Gordon and Company in his capacity as Liquidator of The North American General Insurance Company.</p> <p>O'Brien Gold Mines, Limited (no personal liability) is not aware of the beneficial ownership of the shares shown as owned by J. R. Timmins & Company and John J. O'Sullivan, Esq. respectively being any different from the amounts shown as owned by them.</p>	Name	No. of Shares	The Clarkson Company Limited, Trustee of the Estate of Prudential Finance Corporation Limited - 15 Wellington Street W., Toronto 1, Ontario.	1,286,464	Messrs. Lake and Company, c/o Bank of Montreal, Main Office - King and Bay Streets, Toronto 1, Ontario. (see Note)	798,825	Messrs. J.R. Timmins and Company - 18th Floor, 372 Bay Street, Toronto 1, Ontario.	132,250	The North American General Insurance Company - 1245 Sherbrooke Street W., Montreal, Quebec. (see Note)	120,000	John J. O'Sullivan, Esq. - Central Park Lodge, Carlton Street, Winni- peg 1, Manitoba.	20,000
Name	No. of Shares												
The Clarkson Company Limited, Trustee of the Estate of Prudential Finance Corporation Limited - 15 Wellington Street W., Toronto 1, Ontario.	1,286,464												
Messrs. Lake and Company, c/o Bank of Montreal, Main Office - King and Bay Streets, Toronto 1, Ontario. (see Note)	798,825												
Messrs. J.R. Timmins and Company - 18th Floor, 372 Bay Street, Toronto 1, Ontario.	132,250												
The North American General Insurance Company - 1245 Sherbrooke Street W., Montreal, Quebec. (see Note)	120,000												
John J. O'Sullivan, Esq. - Central Park Lodge, Carlton Street, Winni- peg 1, Manitoba.	20,000												

SCHEDULE "A"

<u>Name and Address</u>	<u>Office</u>	<u>Occupation</u>
Peter White, Q.C. 174 Balmoral, Toronto, Ontario	President and Director	Partner, law firm of Messrs. White, Bristol, Beck & Phipps, 335 Bay Street, Toronto, Ontario
Norman C. Saint, Apt. 405, 130 Rosedale Valley Road, Toronto, Ontario	Secretary-Treasurer and Director	Since 1963, Secretary and Treasurer, Metropolitan Trust Company, Toronto, Ontario - Prior to that time since October 1, 1962, Controller, Metropolitan Trust Company. Prior to October 1, 1962 manager, Clarkson Gordon and Company, Chartered Accountants
Ronald W. Chisholm, 24 Longwood Drive, Toronto, Ontario	Assistant Secretary and Director	Partner, law firm of Messrs. White, Bristol, Beck and Phipps, 335 Bay Street, Toronto, Ontario
Major Arnold H. Smedmor, 15 Gaspe Road, Willowdale, Ontario	Director	Since July, 1964 Insurance Adjuster, Harold A. Shearer and Associates, 92 King Street East, Toronto, Ontario From December, 1962 to July, 1964, Senior Instruc- tor, Ontario Police College (Attorney General's Depart- ment). From January, 1962 to December, 1962, Chief Security Officer, Jockey Club Limited
T. Stewart Ripley, 16 Ruden Crescent, Don Mills, Ontario	Director	Since 1963 Executive Vice- President, Metropolitan Trust Company, Toronto. From 1962-1963 Vice- President and General Manager, Metropolitan Trust Company, Toronto.
Romeo Desjardins, Q.C., 469 Strathcona Avenue, Westmount, Quebec	Director	For the past two years, Executive Director, Com- bined Health Appeal and Red Cross. For the prior three years, Vice-President Cattelli Foods Limited
W. J. Anderson, Q.C., 43 Roxborough Street East, Toronto 5, Ontario	Director	Partner, law firm of Messrs. Gardiner, Roberts, Anderson, Conlin, Fitzpatrick, O'Donohue & White, 365 Bay Street, Toronto 1, Ontario.

Note:1. On February 24, 1967 the Board of Directors passed By-law No. XVIII increasing the size of the Board of Directors from six to seven Directors and constituting any four thereof a quorum for any meeting of the Board of Directors.

Note: 2. All of the present directors are nominees of The Clarkson Company Limited.

FINANCIAL STATEMENTS

Q'BRIEN GOLD MINES, LIMITED
(no personal liability)

UNAUDITED BALANCE SHEET AS AT JUNE 7, 1967

ASSETS

LIABILITIES

	June 7, 1967 \$	December 31, 1966 \$		June 7, 1967 \$	December 31, 1966 \$
CURRENT ASSETS			CURRENT LIABILITIES		
Cash and Funds on short-term deposit	476,417	3,148	Accounts payable and accrued liabilities	21,820	32,276
Cash at broker	165,179	-	Due to brokers	-	225,656
Marketable securities (note 1)	24,783	111,223			
				21,820	257,932
	666,379	114,371			
OTHER ASSETS			SHAREHOLDERS' EQUITY		
Shares of Dominion Glass Company Limited (note 2)	1	947,986	CAPITAL STOCK		
Shares of Atlantic Coast Copper Corporation Limited (note 3)	778,063	778,063	Authorized -		
Notes of Prudential Finance Corporation Limited (note 4)	283,163	283,163	4,000,000 shares of a par value of \$1 each		
Sundry receivables (note 5)	1	1	Issued and fully paid and non-assessable -		
Sundry shares	5	5	3,381,569 shares	3,131,569	3,131,569
Mining property and claims - at cost, less amounts written off (note 6)	100,000	100,000	DEFICIT		
Equipment (note 7)	5,398	5,398		1,320,379	1,160,514
	1,166,631	2,114,616		1,811,190	1,971,055
	1,833,010	2,228,987			

Signed on behalf of the Board
per Peter White
Director
N.R.L.

O'BRIEN GOLD MINES, LIMITED
(no personal liability)

NOTES TO FINANCIAL STATEMENTS

FOR THE PERIOD ENDED JUNE 7, 1967

1. MARKETABLE SECURITIES

	Book Value \$	Quoted Value \$
December 31, 1966	111,223	68,480
June 7, 1967	24,783	24,780

Book value is original cost less provision for decline in market value which as at June 7, 1967 is \$18,000 and as at December 31, 1966 was \$50,000.

2. DOMINION GLASS COMPANY LIMITED

During the period ended June 7, 1967 59,795 shares were sold for \$837,903 for a loss of \$110,082.

On June 7, 1967 there were 21,500 shares at a cost of 340,859 that had not been accounted for. The shares that were not accounted for were written down to a nominal value of \$1. The amount, if any, that may eventually be recovered has not yet been determined.

3. ATLANTIC COAST COPPER CORPORATION LIMITED

	Cost \$	Quoted Value \$
December 31, 1966	778,063	1,149,210
June 7, 1967	778,063	893,830

Quoted value is not necessarily indicative of the amount that could be realized on sale because of the size of the holdings.

4. PRUDENTIAL FINANCE CORPORATION LIMITED

Short-term 6% promissory notes

	Cost less provision \$	Face value and cost \$
December 31, 1966	283,163	1,887,750
June 7, 1967	283,163	1,887,750

These notes have been written down to 15% of cost. However, because of certain circumstances in connection with the purchase of these notes, O'Brien Gold Mines, Limited may be able to recover further amounts. The amounts, if any, that may eventually be recovered have not yet been determined.

5. SUNDRY RECEIVABLES

The following payments are included in sundry receivables:

	\$
May 6, 1966 - J. B. Brien - advance	6,000
August 5, 1966 - J. B. Brien - advance	1,000
September 16, 1966 - J. B. Brien - advance	1,100
October 17, 1966 - J. B. Brien & Associates	20,000
October 26, 1966 - Landen Farm	500
	<u>28,600</u>

Sundry receivables have been written down to nominal value.

6. MINING OPERATIONS

(a) Mining operations were discontinued in 1956.

O'BRIEN GOLD MINES, LIMITED
(no personal liability)

NOTES TO FINANCIAL STATEMENTS

FOR THE PERIOD ENDED JUNE 7, 1967

- (b) Under the terms of an agreement dated March 6, 1962, the company agreed to sell 40 mining claims in Lesueur Township, in the Province of Quebec, in consideration for \$275,000 cash to be paid in minimum annual instalments of \$18,000. The title to the mining claims remains vested in the company until the full amount has been received. By an amendment to the agreement dated December 28, 1965 the minimum annual instalments are deferred until such time as the Quebec Hydro Power Commission extend their power lines to these claims. As at June 7, 1967 there was \$207,500 remaining to be paid.
- (c) The mining property and mining claims are valued at \$100,000 which is deemed by the directors to be a reasonable approximation of realizable value.

7. EQUIPMENT

	Cost \$	Accumulated depreciation \$	Net book value \$
December 31, 1966	9,553	4,155	5,398
June 7, 1967	9,553	4,155	5,398

No depreciation has been taken during the period.

O'BRIEN GOLD MINES, LIMITED
(no personal liability)

UNAUDITED STATEMENT OF DEFICIT

FOR THE PERIOD ENDED JUNE 7, 1967

	\$
DEFICIT - DECEMBER 31, 1966	1,160,514
Dividend revenue	8,969
	<hr/>
	1,151,545
Provision for decline in market value of marketable securities	18,000
Expenses	29,005
Loss on disposal of shares -	
Dominion Glass Company Limited	110,082
Peel-Elder Limited	11,747
	<hr/>
DEFICIT - JUNE 7, 1967	1,320,379
	<hr/>

O'BRIEN GOLD MINES, LIMITED
(no personal liability)

UNAUDITED STATEMENT OF SOURCE AND USE OF FUNDS

FOR THE PERIOD ENDED JUNE 7, 1967

SOURCE OF FUNDS

Proceeds on sale of 59,795 shares of Dominion Glass Company Limited	837,903
Dividend revenue	<u>8,969</u>
	<u>846,872</u>

USE OF FUNDS

Provision for decline in market value of marketable securities	18,000
Expenses	29,005
Loss on disposal of marketable securities	<u>11,747</u>
	<u>58,752</u>
INCREASE IN WORKING CAPITAL	<u>788,120</u>
WORKING CAPITAL (DEFICIT) DECEMBER 31, 1966	(143,561)
Increase in working capital	<u>788,120</u>
WORKING CAPITAL - JUNE 7, 1967	<u>644,559</u>

SCHEDULE "B"

O'BRIEN GOLD MINES, LIMITED
(no personal liability)

SCHEDULE OF INVESTMENTS

as at June 7, 1967

	Number of Shares	Cost	Quoted value
<u>MARKETABLE SECURITIES</u>			
New Senator Rouyn Mines Ltd.	5,000	1,983	1,700
Inter-Provincial Steel & Pipe	5,000	39,300	23,000
H. G. Young Mines Ltd.	2,000	1,500	80
		<u>42,783</u>	<u>24,780</u>
Provision for decline in market value		18,000	
		<u>24,783</u>	
Atlantic Coast Copper Corporation Limited	1,276,900	778,063	893,830

O'BRIEN GOLD MINES, LIMITED
(no personal liability)

DETAILS OF SECURITY TRANSACTIONS FROM MARCH 31, 1966 TO JUNE 7, 1967

SECURITY SHARES	Holding #	March 31, 1966 \$	#	Purchases \$	#	Sales \$	Profit or (Loss)
Peel-Elder Limited	44,700	820,934	7,600	163,648	52,300	1,164,820	180,238
Dominion Glass Company Limited	7,000	106,575	118,465	1,862,440	103,695	1,472,409	(150,476)
New Senator Rouyn Mines Ltd.			105,000	41,657	100,000	20,042	(19,632)
Noranda Mines Ltd.	6,500	331,500			6,500	336,492	4,992
Trans Canada Pipelines \$2.80 pref.			1,500	49,500		51,859	2,359
Atlantic Coast Copper Corporation Limited	1,279,100	-779,403			2,200	2,689	1,349
H. G. Young Mines Ltd.	2,000	1,500					
Inter-Provincial Steel & Pipe			5,000	39,300			
BONDS	Maturity	Par Value \$	Book Value Feb. 28/66 \$	Sales \$	Loss on Sales \$		
4% E. B. Eddy	1975	15,000	15,000.00	12,609.75	2,390.25		
5 3/4% Rio Algom	1983	51,000	50,235.00	47,605.95	2,629.05		
5% Thompson	1975	25,000	25,000.00	22,953.75	2,046.25		
3 5/8% Imperial Oil	1975	25,000	24,937.50	21,210.25	3,727.25		
4 1/2% Ontario Hydro	1978	25,000	23,187.50	21,898.75	1,288.75		
5 1/2% Province of Newfoundland	1983	25,000	24,750.00	22,843.75	1,906.25		
5 3/4% Quebec Natural Gas	1985	25,000	23,562.50	22,211.25	1,351.25		
4 1/2% Abitibi	1974	25,000	25,250.00	23,180.00	2,070.00		
5.85% Trans Canada Pipe Line	1987	19,000	19,000.00	17,735.55	1,264.45		

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Clarkson Company Limited, Trustee of the Estate of Prudential Finance Corporation Limited 15 Wellington Street West, Toronto, Ontario is owner of approximately 68% of the outstanding shares of the Company and is the only shareholder whose holdings are large enough to materially effect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule " B " on pages 7 and 8.
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in progress against the Company or its properties.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The new management of the Company is presently engaged in a complete review of all material contracts and other transactions of the Company.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>1. The Company has instructed its solicitors to report on possible causes of action it may have against persons, firms and companies in respect of the conduct of the business and affairs of the Company over the past year and a half. The company intends to take whatever action is necessary in its best interests.</p> <p>2. There are no other material facts.</p> <p>3. No shares of the Company are in the course of primary distribution to the public.</p>

CERTIFICATE OF THE COMPANY

DATED May 26 / 67

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"P. White"

Peter White President CORPORATE
SEAL

"R. Chisholm"

R. Chisholm Asst Sec

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

